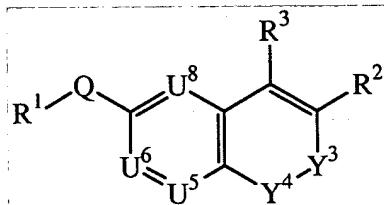


CLAIMS

What is claimed is:

5 1. A compound of Formula I



or a pharmaceutically acceptable salt thereof,

wherein:

R<sup>1</sup> is independently selected from:

10 C<sub>5</sub> or C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted C<sub>5</sub> or C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
C<sub>8</sub>-C<sub>10</sub> bicycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted C<sub>8</sub>-C<sub>10</sub> bicycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
5- or 6-membered heterocycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
15 Substituted 5- or 6-membered heterocycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
8- to 10-membered heterobicycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted 8- to 10-membered heterobicycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
20 Naphthyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted naphthyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted 5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
25 Substituted 8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Phenyl;  
Substituted phenyl;  
Naphthyl;

Substituted naphthyl;  
5- or 6-membered heteroaryl;  
Substituted 5- or 6-membered heteroaryl;  
8- to 10-membered heterobiaryl; and  
5 Substituted 8- to 10-membered heterobiaryl;

R<sup>2</sup> is independently selected from:

H;  
C<sub>1</sub>-C<sub>6</sub> alkyl;  
Phenyl-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
10 Substituted phenyl-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
Naphthyl-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
Substituted naphthyl-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
Substituted 5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
15 8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
Substituted 8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
Phenyl-O-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
Substituted phenyl-O-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
Phenyl-S-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
20 Substituted phenyl-S-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
Phenyl-S(O)-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
Substituted phenyl-S(O)-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
Phenyl-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkyl); and  
Substituted phenyl-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkyl);  
25 Each substituted R<sup>1</sup> and R<sup>2</sup> group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:  
C<sub>1</sub>-C<sub>6</sub> alkyl;  
CN;  
CF<sub>3</sub>;  
30 HO;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-O;

(C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>;

H<sub>2</sub>N;

(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H);

(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-N;

5 (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)O-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>;

(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)O-(1- to 8-membered heteroalkylene)<sub>m</sub>;

(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)N(H)-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>;

(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)N(H)-(1- to 8-membered heteroalkylene)<sub>m</sub>;

H<sub>2</sub>NS(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylene);

10 (C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>;

(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NS(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>;

3- to 6-membered heterocycloalkyl-(G)<sub>m</sub>;

Substituted 3- to 6-membered heterocycloalkyl-(G)<sub>m</sub>;

5- or 6-membered heteroaryl-(G)<sub>m</sub>;

15 Substituted 5- or 6-membered heteroaryl-(G)<sub>m</sub>;

(C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-N(H)-C(O)-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>; and

(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(H)-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>;

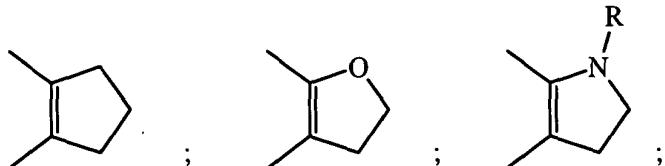
wherein each substituent on a carbon atom may further be independently selected from:

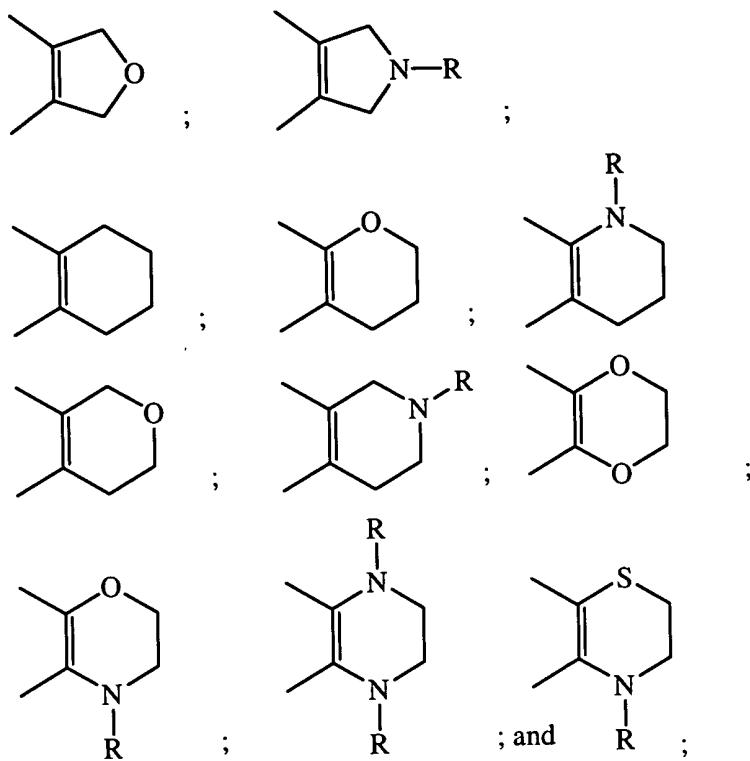
20 Halo; and

HO<sub>2</sub>C;

wherein 2 substituents may be taken together with a carbon atom to which they are both bonded to form the group C(=O);

25 wherein two adjacent, substantially sp<sup>2</sup> carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from:



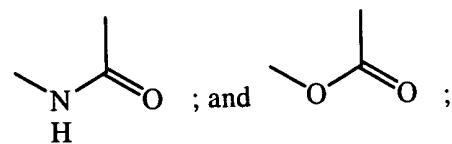
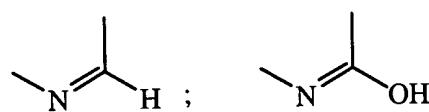
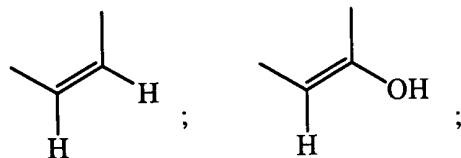


5 R is H or C<sub>1</sub>-C<sub>6</sub> alkyl;

G is CH<sub>2</sub>; O, S, S(O); or S(O)<sub>2</sub>;

m is an integer of 0 or 1;

Y<sup>3</sup> and Y<sup>4</sup> are taken together to form a diradical group selected from:



10 R<sup>3</sup> is H or HO;

U<sup>5</sup>, U<sup>6</sup>, and U<sup>8</sup> are each C(H); or

One of  $U^5$ ,  $U^6$ , and  $U^8$  is  $C-R^4$  or  $N$  and the other two of  $U^5$ ,  $U^6$ , and  $U^8$  are each  $C(H)$ ;

$R^4$  is independently selected from the groups:

5                    H;  
                  F;  
                  Cl;  
                   $CH_3$ ;  
                   $CH_3O$ ;  
                   $CH=CH_2$ ;  
10                  HO;  
                   $CF_3$ ; and  
                   $CN$ ;

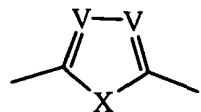
Q is selected from:

15                   $OC(O)$ ;  
                   $CH(R^6)C(O)$ ;  
                   $OC(NR^6)$ ;  
                   $CH(R^6)C(NR^6)$ ;  
                   $N(R^6)C(O)$ ;  
                   $N(R^6)C(S)$ ;  
20                   $N(R^6)C(NR^6)$ ;  
                   $N(R^6)CH_2$ ;  
                   $SC(O)$ ;  
                   $CH(R^6)C(S)$ ;  
                   $SC(NR^6)$ ;

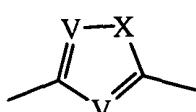
25                   $trans-(H)C=C(H)$ ;  
                   $cis-(H)C=C(H)$ ;  
                   $C\equiv C$ ;  
                   $CH_2C\equiv C$ ;  
                   $C\equiv CCH_2$ ;

30                   $CF_2C\equiv C$ ; and

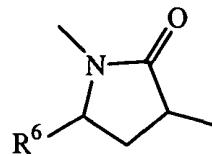
$\text{C}\equiv\text{CCF}_2$ ;



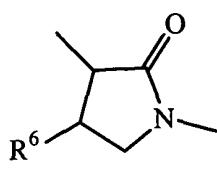
;



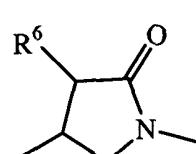
;



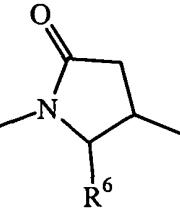
;



;



;



;

Each  $\text{R}^6$  independently is H,  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_3\text{-C}_6$  cycloalkyl; 3- to 6-membered

5 heterocycloalkyl; phenyl; benzyl; or 5- or 6-membered heteroaryl;

$\text{X}$  is O, S, N(H), or N( $\text{C}_1\text{-C}_6$  alkyl);

Each V is independently C(H) or N;

wherein each  $\text{C}_8\text{-C}_{10}$  bicycloalkyl is a bicyclic carbocyclic ring that contains 8-,

9-, or 10-member carbon atoms which are 5,5-fused, 6,5-fused, or 6,6-fused

10 bicyclic rings, respectively, and wherein the ring is saturated or optionally contains one carbon-carbon double bond;

wherein each 8- to 10-membered heterobicycloalkyl is a bicyclic ring that

contains carbon atoms and from 1 to 4 heteroatoms independently selected from 2

15 O, 1 S, 1  $\text{S(O)}$ , 1  $\text{S(O)}_2$ , 1 N, 4 N(H), and 4 N( $\text{C}_1\text{-C}_6$  alkyl), and wherein when

two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond, and wherein the heterobicycloalkyl is a 5,5-fused, 6,5-fused, or 6,6-fused bicyclic ring, respectively,

20 wherein each heterocycloalkyl is a ring that contains carbon atoms and from 1 to 4 heteroatoms independently selected from 2 O, 1 S, 1  $\text{S(O)}$ , 1  $\text{S(O)}_2$ , 1 N,

4 N(H), and 4 N( $\text{C}_1\text{-C}_6$  alkyl), and wherein when two O atoms or one O

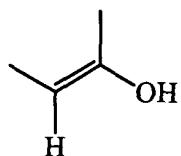
atom and one S atom are present, the two O atoms or one O atom and one

S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond; wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms and 1 or 2 heteroatoms independently selected from N, N(H), and N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 5- and 6-membered heteroaryl are monocyclic rings; wherein each heterobiaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 4 N, and where the 8-, 9-, and 10-membered heterobiaryl are 5,5-fused, 6,5-fused, and 6,6-fused bicyclic rings, respectively, and wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other; wherein with any (C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-N group, the C<sub>1</sub>-C<sub>6</sub> alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and wherein each group and each substituent recited above is independently selected.

2. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein Q is N(R<sup>6</sup>)C(O).

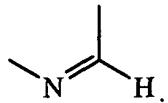
3. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein Q is C≡C.

4. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein Y<sup>3</sup> and Y<sup>4</sup> are taken together to form a diradical group selected from:



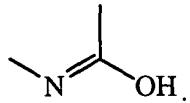
5. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein  $Y^3$  and  $Y^4$  are taken together to form a diradical group selected from:

5



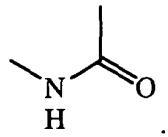
6. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein  $Y^3$  and  $Y^4$  are taken together to form a diradical group selected from:

10



7. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein  $Y^3$  and  $Y^4$  are taken together to form a diradical group selected from:

15



8. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein  $R^3$  is  $OH$ .

20

9. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein  $R^3$  is  $H$ .

25

10. The compound according to any one of Claims 1 to 9, or a pharmaceutically acceptable salt thereof, wherein  $R^1$  is independently selected from:

Phenyl-( $C_1-C_8$  alkylene);

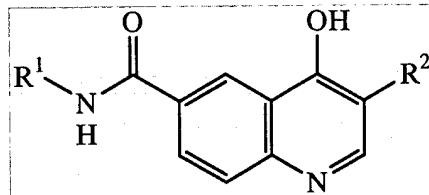
Substituted phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted 5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl); and  
5 Substituted 8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl); and

R<sup>2</sup> is independently selected from:

Phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;  
Substituted phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;  
5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;  
10 Substituted 5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;  
8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>; and  
Substituted 8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl)<sub>m</sub>;

wherein m is an integer of 0 or 1; and

15 11. A compound of Formula XIV



XIV

or a pharmaceutically acceptable salt thereof,

wherein:

R<sup>1</sup> is independently selected from:

20 C<sub>5</sub> or C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted C<sub>5</sub> or C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
C<sub>8</sub>-C<sub>10</sub> bicycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted C<sub>8</sub>-C<sub>10</sub> bicycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
5- or 6-membered heterocycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
25 Substituted 5- or 6-membered heterocycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
8- to 10-membered heterobicycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);

Substituted 8- to 10-membered heterobicycloalkyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Naphthyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted naphthyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
5 5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted 5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted 8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
10 Phenyl;  
Substituted phenyl;  
Naphthyl;  
Substituted naphthyl;  
5- or 6-membered heteroaryl;  
15 Substituted 5- or 6-membered heteroaryl;  
8- to 10-membered heterobiaryl; and  
Substituted 8- to 10-membered heterobiaryl;  
R<sup>2</sup> is independently selected from:  
H;  
20 C<sub>1</sub>-C<sub>6</sub> alkyl;  
Phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted phenyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Naphthyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted naphthyl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
25 5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted 5- or 6-membered heteroaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Substituted 8- to 10-membered heterobiaryl-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
Phenyl-O-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);  
30 Substituted phenyl-O-(C<sub>1</sub>-C<sub>8</sub> alkylenyl);

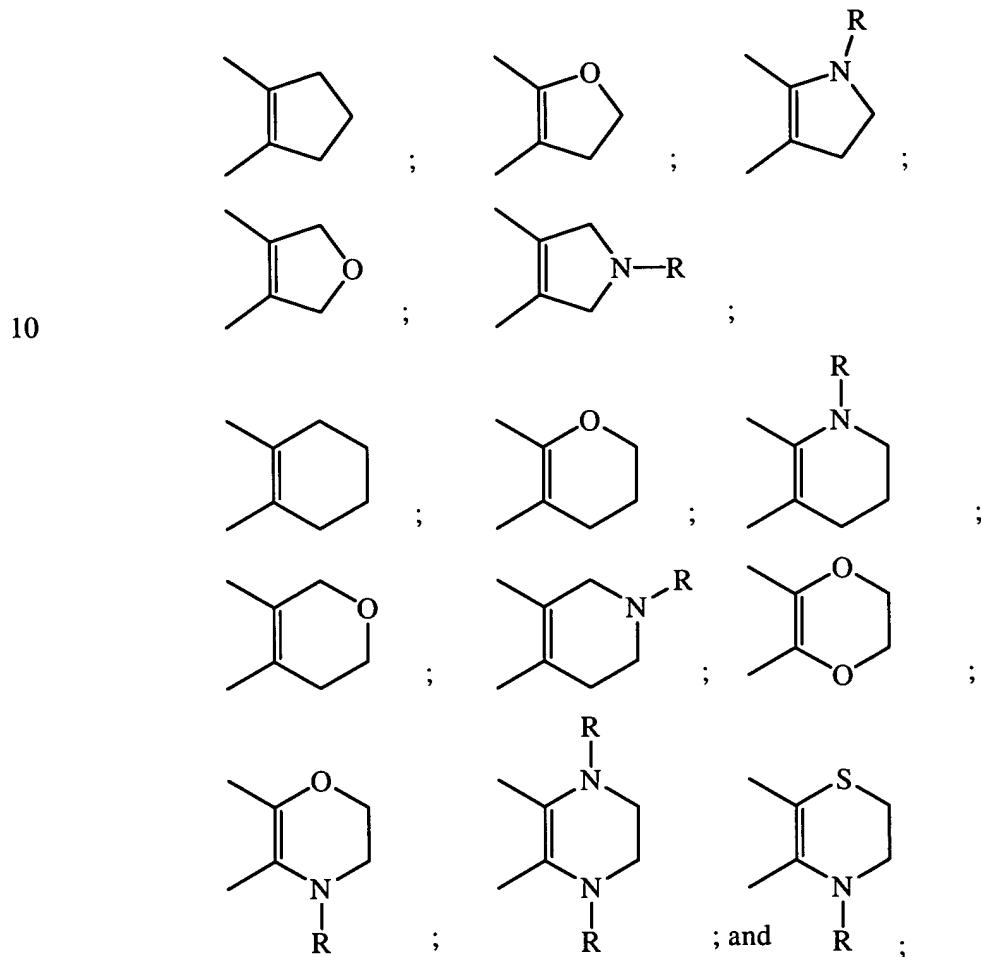
Phenyl-S-(C<sub>1</sub>-C<sub>8</sub> alkylene);  
Substituted phenyl-S-(C<sub>1</sub>-C<sub>8</sub> alkylene);  
Phenyl-S(O)-(C<sub>1</sub>-C<sub>8</sub> alkylene);  
Substituted phenyl-S(O)-(C<sub>1</sub>-C<sub>8</sub> alkylene);  
5 Phenyl-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylene); and  
Substituted phenyl-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylene);  
Each substituted R<sup>1</sup> and R<sup>2</sup> group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:  
C<sub>1</sub>-C<sub>6</sub> alkyl;  
10 CN;  
CF<sub>3</sub>;  
HO;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-O;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>;  
15 H<sub>2</sub>N;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-N;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)O-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)O-(1- to 8-membered heteroalkylene)<sub>m</sub>;  
20 (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)N(H)-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)N(H)-(1- to 8-membered heteroalkylene)<sub>m</sub>;  
H<sub>2</sub>NS(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylene);  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-N(H)S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-NS(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>;  
25 3- to 6-membered heterocycloalkyl-(G)<sub>m</sub>;  
Substituted 3- to 6-membered heterocycloalkyl-(G)<sub>m</sub>;  
5- or 6-membered heteroaryl-(G)<sub>m</sub>;  
Substituted 5- or 6-membered heteroaryl-(G)<sub>m</sub>;  
(C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-N(H)-C(O)-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>; and  
30 (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(H)-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>8</sub> alkylene)<sub>m</sub>;

wherein each substituent on a carbon atom may further be independently selected from:

Halo; and

$\text{HO}_2\text{C}$ ;

5 wherein 2 substituents may be taken together with a carbon atom to which they are both bonded to form the group  $\text{C}(=\text{O})$ ;  
wherein two adjacent, substantially  $\text{sp}^2$  carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from:



$\text{R}$  is  $\text{H}$  or  $\text{C}_1\text{-C}_6$  alkyl;

G is  $\text{CH}_2$ ;  $\text{O}$ ,  $\text{S}$ ,  $\text{S(O)}$ ; or  $\text{S(O)2}$ ;

m is an integer of 0 or 1;

wherein each  $\text{C}_8\text{-C}_{10}$  bicycloalkyl is a bicyclic carbocyclic ring that contains 8-,

9-, or 10-member carbon atoms which are 5,5-fused, 6,5-fused, or 6,6-

fused bicyclic rings, respectively, and wherein the ring is saturated or  
optionally contains one carbon-carbon double bond;  
wherein each 8- to 10-membered heterobicycloalkyl is a bicyclic ring that  
contains carbon atoms and from 1 to 4 heteroatoms independently selected  
from 2 O, 1 S, 1 S(O), 1 S(O)<sub>2</sub>, 1 N, 4 N(H), and 4 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and  
wherein when two O atoms or one O atom and one S atom are present, the  
two O atoms or one O atom and one S atom are not bonded to each other,  
and wherein the ring is saturated or optionally contains one carbon-carbon  
or carbon-nitrogen double bond, and wherein the heterobicycloalkyl is a  
5,5-fused, 6,5-fused, or 6,6-fused bicyclic ring, respectively,  
wherein each heterocycloalkyl is a ring that contains carbon atoms and from 1 to  
4 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 S(O)<sub>2</sub>, 1 N,  
4 N(H), and 4 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and wherein when two O atoms or one O  
atom and one S atom are present, the two O atoms or one O atom and one  
S atom are not bonded to each other, and wherein the ring is saturated or  
optionally contains one carbon-carbon or carbon-nitrogen double bond;  
wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4  
heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C<sub>1</sub>-C<sub>6</sub>  
alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms  
and 1 or 2 heteroatoms independently selected from N, N(H), and N(C<sub>1</sub>-  
C<sub>6</sub> alkyl), and 5- and 6-membered heteroaryl are monocyclic rings;  
wherein each heterobiaryl contains carbon atoms and from 1 to 4 heteroatoms  
independently selected from 1 O, 1 S, 1 N(H), 1 N(C<sub>1</sub>-C<sub>6</sub> alkyl), and 4 N,  
and where the 8-, 9-, and 10-membered heterobiaryl are 5,5-fused, 6,5-  
fused, and 6,6-fused bicyclic rings, respectively, and wherein at least 1 of  
the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O  
and S atoms both are present, the O and S atoms are not bonded to each  
other;  
wherein with any (C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>2</sub>-N group, the C<sub>1</sub>-C<sub>6</sub> alkyl groups may be  
optionally taken together with the nitrogen atom to which they are attached  
to form a 5- or 6-membered heterocycloalkyl; and

wherein each group and each substituent recited above is independently selected.

12. The compound according to Claim 11, selected from:

4-(6-Benzylcarbamoyl-4-hydroxy-quinolin-3-ylmethyl)-benzoic acid;

5 4-[4-Hydroxy-6-(4-methoxy-benzylcarbamoyl)-quinolin-3-ylmethyl]-benzoic acid;

4-[4-Hydroxy-6-(3-methoxy-benzylcarbamoyl)-quinolin-3-ylmethyl]-benzoic acid;

10 4-{4-Hydroxy-6-[(2-methoxy-pyridin-4-ylmethyl)-carbamoyl]-quinolin-3-ylmethyl}-benzoic acid;

4-{4-Hydroxy-6-[(pyridin-4-ylmethyl)-carbamoyl]-quinolin-3-ylmethyl}-benzoic acid;

4-{4-Hydroxy-6-[(pyridin-3-ylmethyl)-carbamoyl]-quinolin-3-ylmethyl}-benzoic acid;

15 4-[6-(4-Cyano-benzylcarbamoyl)-4-hydroxy-quinolin-3-ylmethyl]-benzoic acid;

4-[4-Hydroxy-6-(4-methyl-benzylcarbamoyl)-quinolin-3-ylmethyl]-benzoic acid;

4-[4-Hydroxy-6-(4-trifluoromethyl-benzylcarbamoyl)-quinolin-3-ylmethyl]-benzoic acid;

20 4-[6-(4-Fluoro-benzylcarbamoyl)-4-hydroxy-quinolin-3-ylmethyl]-benzoic acid;

4-[6-(4-Chloro-benzylcarbamoyl)-4-hydroxy-quinolin-3-ylmethyl]-benzoic acid;

25 4-[6-(4-Bromo-benzylcarbamoyl)-4-hydroxy-quinolin-3-ylmethyl]-benzoic acid;

4-[4-Hydroxy-6-(4-iodo-benzylcarbamoyl)-quinolin-3-ylmethyl]-benzoic acid;

4-[4-Hydroxy-6-(4-methanesulfonyl-benzylcarbamoyl)-quinolin-3-ylmethyl]-benzoic acid;

30 4-[4-Hydroxy-6-(4-sulfo-benzylcarbamoyl)-quinolin-3-ylmethyl]-benzoic acid;

4-[4-Hydroxy-6-(4-sulfamoyl-benzylcarbamoyl)-quinolin-3-ylmethyl]-benzoic acid;  
4-[6-(4-Dimethylsulfamoyl-benzylcarbamoyl)-4-hydroxy-quinolin-3-ylmethyl]-benzoic acid;  
5 4-{6-[4-(Aziridine-1-sulfonyl)-benzylcarbamoyl]-4-hydroxy-quinolin-3-ylmethyl}-benzoic acid;  
or a pharmaceutically acceptable salt thereof.

13. The compound according to Claim 11, selected from:

10 4-{4-Hydroxy-6-[(piperidin-1-ylmethyl)-carbamoyl]-quinolin-3-ylmethyl}-benzoic acid;  
4-{4-Hydroxy-6-[(4-methyl-piperazin-1-ylmethyl)-carbamoyl]-quinolin-3-ylmethyl}-benzoic acid;  
4-{4-Hydroxy-6-[(morpholin-4-ylmethyl)-carbamoyl]-quinolin-3-ylmethyl}-benzoic acid;  
15 4-{4-Hydroxy-6-[(pyrrolidin-1-ylmethyl)-carbamoyl]-quinolin-3-ylmethyl}-benzoic acid;  
4-{4-Hydroxy-6-[(pyrrol-1-ylmethyl)-carbamoyl]-quinolin-3-ylmethyl}-benzoic acid;  
4-{4-Hydroxy-6-[(imidazol-1-ylmethyl)-carbamoyl]-quinolin-3-ylmethyl}-benzoic acid;  
20 4-{4-Hydroxy-6-[(1,2,4]triazol-4-ylmethyl)-carbamoyl]-quinolin-3-ylmethyl}-benzoic acid;  
4-{4-Hydroxy-6-[(tetrazol-1-ylmethyl)-carbamoyl]-quinolin-3-ylmethyl}-benzoic acid;  
25 4-{6-[(2,3-Dihydro-benzo[b]furan-5-ylmethyl)-carbamoyl]-4-hydroxy-quinolin-3-ylmethyl}-benzoic acid;  
4-{6-[(2,3-Dihydro-benzo[b]thiophen-5-ylmethyl)-carbamoyl]-4-hydroxy-quinolin-3-ylmethyl}-benzoic acid;  
4-{6-[(2,3-Dihydro-1H-indol-5-ylmethyl)-carbamoyl]-4-hydroxy-quinolin-3-ylmethyl}-benzoic acid;  
30 4-{4-Hydroxy-6-[(1H-indol-5-ylmethyl)-carbamoyl]-quinolin-3-ylmethyl}-benzoic acid;

4-{6-[(Benzo[b]thiophen-5-ylmethyl)-carbamoyl]-4-hydroxy-  
quinolin-3-ylmethyl}-benzoic acid;

4-{6-[(Benzofuran-5-ylmethyl)-carbamoyl]-4-hydroxy-quinolin-3-  
ylmethyl}-benzoic acid; and

5 4-{6-[(Benzooxazol-5-ylmethyl)-carbamoyl]-4-hydroxy-quinolin-  
3-ylmethyl}-benzoic acid;  
or a pharmaceutically acceptable salt thereof.

14. A pharmaceutical composition, comprising a compound according to  
Claim 1, or a pharmaceutically acceptable salt thereof, admixed with a  
10 pharmaceutically acceptable carrier, excipient, or diluent.

15. The pharmaceutical composition according to Claim 14, comprising a  
compound according to Claim 12 or 13, or a pharmaceutically acceptable salt  
thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

15 16. A method for treating osteoarthritis or rheumatoid arthritis, comprising  
administering to a patient suffering from osteoarthritis or rheumatoid arthritis a  
nontoxic effective amount of a compound according to Claim 1, or a  
pharmaceutically acceptable salt thereof.

20 17. The method according to Claim 16, wherein the compound administered is  
a compound according to Claim 12 or 13, or a pharmaceutically acceptable salt  
thereof.